

# Exhibit 2

1 UNITED STATES DISTRICT COURT  
2 FOR THE SOUTHERN DISTRICT OF NEW YORK

3 -----x

4 INTERNATIONAL BUSINESS MACHINES  
5 CORPORATION,

6  
7 Plaintiff,

8  
9 v. Case No.

10 7:20-CV-04573

11  
12 RODRIGO KEDE DE FREITAS LIMA,

13  
14 Defendant.

15 -----x  
16 \*\*\*\*\*HIGHLY CONFIDENTIAL\*\*\*\*\*

17 VIDEOCONFERENCE/VIDEOTAPED

18 DEPOSITION OF

19 RANDY WALKER

20  
21 JULY 8, 2020

22 Reported by:

23 Mark Richman, CSR, RPR, CM

24 Job No. 181525

25

1 WALKER (HIGHLY CONFIDENTIAL)

2 overlap of the scope of responsibilities  
3 between the two roles.

4 Q. Okay. And how about Mr. Lima's  
5 prior position at IBM, the general  
6 manager of GTS for North America, do you  
7 think there's overlap there as well?

8 MR. SIGNORACCI: Objection to  
9 form.

10 A. In his GTS North America role,  
11 Rodrigo was also still part of the  
12 performance team. He was part of the  
13 acceleration team which had significant  
14 oversight of Latin America. He was the  
15 partnership exec for a number of  
16 accounts in Latin America that he was  
17 actively leading those, and he was also  
18 in his role as the GTS North America  
19 leader.

20 He was responsible for a global  
21 portfolio of clients headquartered out  
22 of the US which all had significant  
23 Latin America dealings. So, yes, both  
24 in his IA role there was significant  
25 overlap with what's happening in Latin

1 WALKER (HIGHLY CONFIDENTIAL)

2 America, the business in Latin America.

3 And in his GTS North America role

4 there's significant overlap with our

5 business in Latin America.

6 Q. Okay. We'll come back to that a  
7 little later this afternoon. But thank  
8 you for that.

9 Are you aware, are you aware of  
10 the fact that in his intended role with  
11 Microsoft, Mr. Lima will not be working  
12 with any integrated accounts during the  
13 first twelve months of his employment at  
14 Microsoft?

15 MR. SIGNORACCI: Objection to  
16 form.

17 A. I don't know what his role would  
18 be. But as the general manager for  
19 Latin America, he's going to be  
20 directing people that are on the  
21 integrated accounts, the people that are  
22 not on the integrated accounts. He's  
23 going to understand our strategy. He's  
24 going to understand, you know, details  
25 of our business.

1 WALKER (HIGHLY CONFIDENTIAL)

2 narrow, they actually hit all parts of  
3 the IBM portfolio and third party  
4 portfolio of who we work with as far as  
5 a partner.

6 So we would run all aspects of a  
7 client IT, both IBM and non-IBM.

8 Q. So is it fair to say -- I'm  
9 sorry. I didn't mean to cut you off.  
10 Go ahead.

11 A. And that includes making  
12 decisions of where do we run  
13 applications, on which cloud. It makes  
14 a difference on which applications and  
15 which software we run, making decisions  
16 on which hardware we run. Those are  
17 decisions that our GTS teams would be  
18 leading on behalf of our clients.

19 Q. So it sounds like services at IBM  
20 is a significant portion of IBM's  
21 overall business; is that fair?

22 A. Well, IBM, services for IBM is,  
23 you have to think of it in two aspects.  
24 It's significant in its revenue side.  
25 It's 60 percent of IBM's revenue. But

1 WALKER (HIGHLY CONFIDENTIAL)

2 it's probably even more significant with  
3 our relationships, you know, and our  
4 strategic client of where we're moving.

5 So, for example, with what we're  
6 doing with AT&T, we're managing all  
7 aspects of their business from  
8 everything from their on prem hardware  
9 and software to the migration to cloud  
10 and what we do there.

11 We are also working with AT&T,  
12 for example, on what we go and we sell  
13 to all of our clients around the world.  
14 So GTS is a partner with AT&T and we go  
15 and we sell software and cloud solutions  
16 in support of our clients. So GTS is  
17 the mechanism for that, for our go to  
18 market.

19 GTS is also with the AT&T  
20 customer. So when we are doing  
21 solutions for our client, we, GTS would  
22 be integrating capabilities from AT&T  
23 and others, you know, for a holistic  
24 outcome for our clients.

25 So our GTS and services business

1 WALKER (HIGHLY CONFIDENTIAL)

2 is holistically running all of the  
3 aspects of what we sell not only to our  
4 clients but also what we sell into the  
5 market in partnership with our partners.

6 Q. Would it be fair to say that IBM  
7 is primarily a services company?

8 MR. SIGNORACCI: Objection to  
9 form.

10 A. No, I don't think so.

11 MR. SIGNORACCI: You can answer.

12 A. No, I don't think that is fair.  
13 We are a hybrid cloud company.

14 If you -- the strategic area that  
15 we are focused on is in chapter 2 is  
16 helping our clients move from their  
17 existing on prem pieces of business to a  
18 new hybrid cloud model. And hybrid  
19 cloud, the reason it's so strategic to  
20 us is some clients have already moved 20  
21 percent of their business to cloud.  
22 That's usually the cloud native client  
23 facing side of the business.

24 So with an AWS or with Microsoft,  
25 those were early movers of moving, you

1 WALKER (HIGHLY CONFIDENTIAL)

2 Q. Okay.

3 A. That's not what I said.

4 Q. Okay. So can you --

5 A. I said --

6 Q. Can you clarify that for me?

7 A. When we are competing on large  
8 opportunities, as we are today, most of  
9 our large transformational hybrid cloud  
10 opportunities -- competition would be  
11 Microsoft plus NSI or AWS and Google  
12 plus NSI. Those are our strategic  
13 competitors today.

14 Q. But it's not Microsoft standing  
15 alone, it's Microsoft with a partner,  
16 correct?

17 MR. SIGNORACCI: Objection to  
18 form.

19 A. As I said the way we compete  
20 today we compete with Microsoft, NSI,  
21 typically Accenture and AWS plus NSI.  
22 Those are our chief competitors in the  
23 hybrid cloud world.

24 Q. Has Microsoft ever been a  
25 competitor with respect to any of the



1 WALKER (HIGHLY CONFIDENTIAL)

2 competitive service deals that you have  
3 participated on personally?

4 A. Yes. So on AT&T in my AT&T role,  
5 we had our Yosemite deal which was a  
6 large integrated cloud and services  
7 deal. The competition for that was very  
8 much Microsoft partnering with, you  
9 know, Accenture on that.

10 We ended up, we won a portion of  
11 the deal, and Microsoft, you know, won  
12 another portion of the deal.

13 With cloud deals, these are  
14 long-term relationships, so these are  
15 five-year, in this case for us was a  
16 five-year deal.

17 What you win on those is not a  
18 transaction, but you win the opportunity  
19 to move workloads. So even though that  
20 opportunity we won our portion,  
21 Microsoft won a portion. Those  
22 workloads now are still being worked on  
23 every day of which workloads move over.

24 So in the world of cloud, once  
25 you win, then you have to drive

1 WALKER (HIGHLY CONFIDENTIAL)

2 consumption. And so that is still  
3 ongoing on Yosemite. This was one of  
4 the largest deals that IBM had ever  
5 competed against and won.

6 That is still ongoing.

7 The other is Yosemite 2 which is  
8 taking what Microsoft and what IBM won  
9 and looking at now taking that further.

10 So they are -- we are in  
11 competition now for the next phase of  
12 that work with AT&T.

13 And so I was involved in all of  
14 that in my role as the MD for AT&T and  
15 worked closely with Rodrigo in his role  
16 as the general manager for GTS North  
17 America. He was the P&L owner of that.

18 Q. Do you know whether Mr. Lima  
19 participated in any service deals in  
20 which Microsoft was a competitor on that  
21 particular deal?

22 MR. SIGNORACCI: Objection to  
23 form.

24 A. Rodrigo would be competing on all  
25 services, all services deals and

1 WALKER (HIGHLY CONFIDENTIAL)

2 Microsoft is our chief competitor, so  
3 the answer would be, as the general  
4 manager for North America, all of the  
5 large services deals he would be  
6 personally engaged in, particularly on  
7 AT&T which was the deal that I was in,  
8 he was extremely close with me. We  
9 worked together. He worked with the  
10 client, worked on deal strategy, worked  
11 on pricing, worked on competitive  
12 positioning, you know, of our offerings  
13 versus Microsoft offerings and helped  
14 position not only what we were working  
15 on last year but also the roadmap for  
16 the future, which included our Red Hat  
17 acquisition and how we integrate in Red  
18 Hat and move the client, open shift, and  
19 also some of the future technologies  
20 that we had around cloud and  
21 particularly around our hybrid cloud  
22 capabilities that are becoming with our  
23 Telecom network cloud going forward.

24 So he was an integral part  
25 positioning that, developing those

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2 opportunities, pricing it and, you know,  
3 and also dealing directly with the CFO  
4 and chief procurement officer of the  
5 clients.

6 Q. You're referring to the AT&T deal  
7 in your response to that question; is  
8 that correct?

9 A. That's correct.

10 Q. Okay. And do you yourself have  
11 any firsthand knowledge of Mr. Lima's  
12 direct participation in any deals where  
13 Microsoft was competing for the same  
14 deal, other than AT&T? I've heard what  
15 you said about AT&T. But you yourself,  
16 do you have any direct knowledge of  
17 that?

18 A. I don't understand the question.  
19 I thought I just answered the question,  
20 sir.

21 Q. You do. But you -- you did. But  
22 you described it at a high level with  
23 what I believe your assumption is.

24 I'm asking you for what --  
25 putting aside AT&T which you gave me

1 WALKER (HIGHLY CONFIDENTIAL)

2 which says "IBM's launch plans and  
3 roadmap for new products and services in  
4 development, including a new suite of  
5 cloud-computing offerings for customers  
6 in the financial services industry."

7 Can you tell me which -- what are  
8 the launch plans for new products and  
9 services that were in development that  
10 Mr. Lima had firsthand knowledge of?

11 A. Sure. So a little context. As I  
12 mentioned earlier, in the world of cloud  
13 there's kind of chapter 1 which is the  
14 initial move to public cloud, client  
15 native, cloud native applications and  
16 workloads and that's where over the past  
17 seven years a lot of the activity from  
18 AWS and Microsoft and others have been  
19 moving those workloads over.

20 There are still 80 percent of the  
21 workloads with clients and banking is 90  
22 percent have not moved.

23 And the reason that those have  
24 not moved, those core workloads is  
25 because of the security requirements,

1 WALKER (HIGHLY CONFIDENTIAL)

2 the regulatory especially you know in  
3 regulated industries like banking, the  
4 regulatory requirements, the  
5 governmental requirements that you have  
6 to have in place to be able to move  
7 workloads haven't been in place.

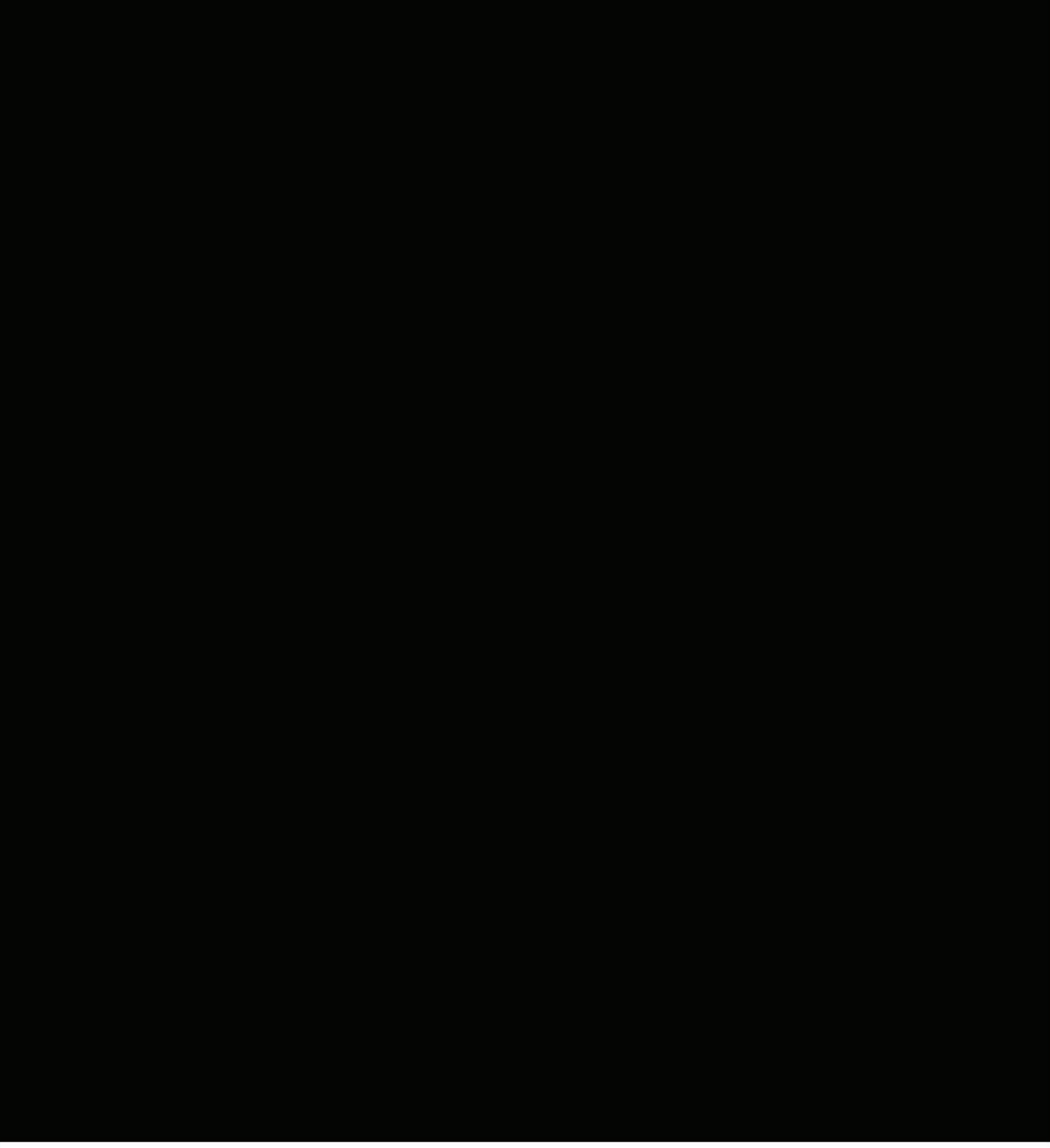
8 IBM has been working and we  
9 announced a partnership with Bank of  
10 America as a strategic partner last  
11 year, working also with an acquisition  
12 that we did a couple of years ago,  
13 Promontory. Promontory is an  
14 acquisition that we did that our experts  
15 in banking and financial services  
16 regulation and compliance globally.

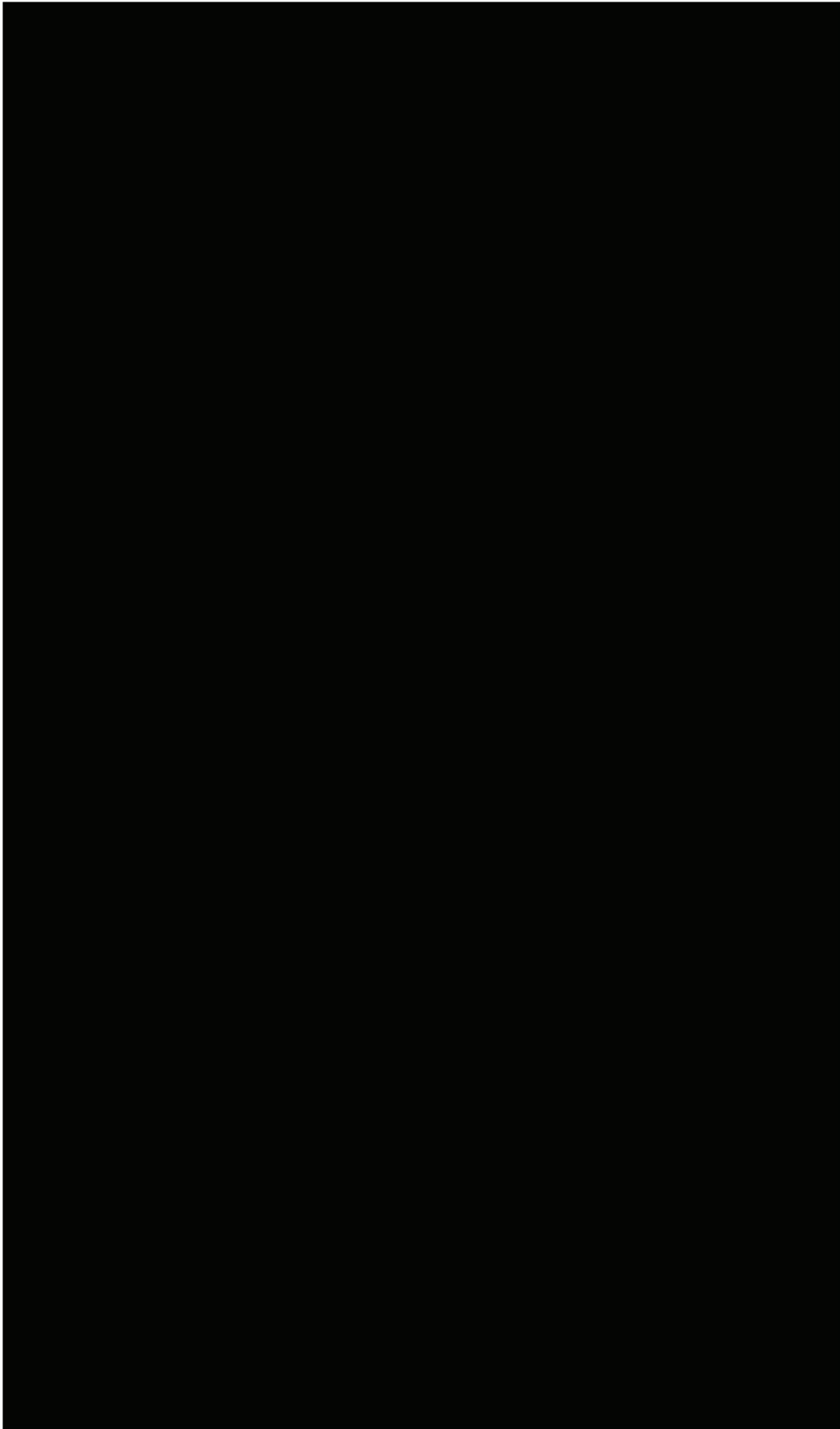
17 So what we determined and IBM  
18 strategically is the 20 percent that's  
19 already moved, you know, that piece in  
20 chapter 1, you know that piece is almost  
21 over and we're now, all of our clients,  
22 especially our enterprise clients are  
23 turning to chapter 2 which is how can we  
24 move those core workloads.

25 What we've developed in

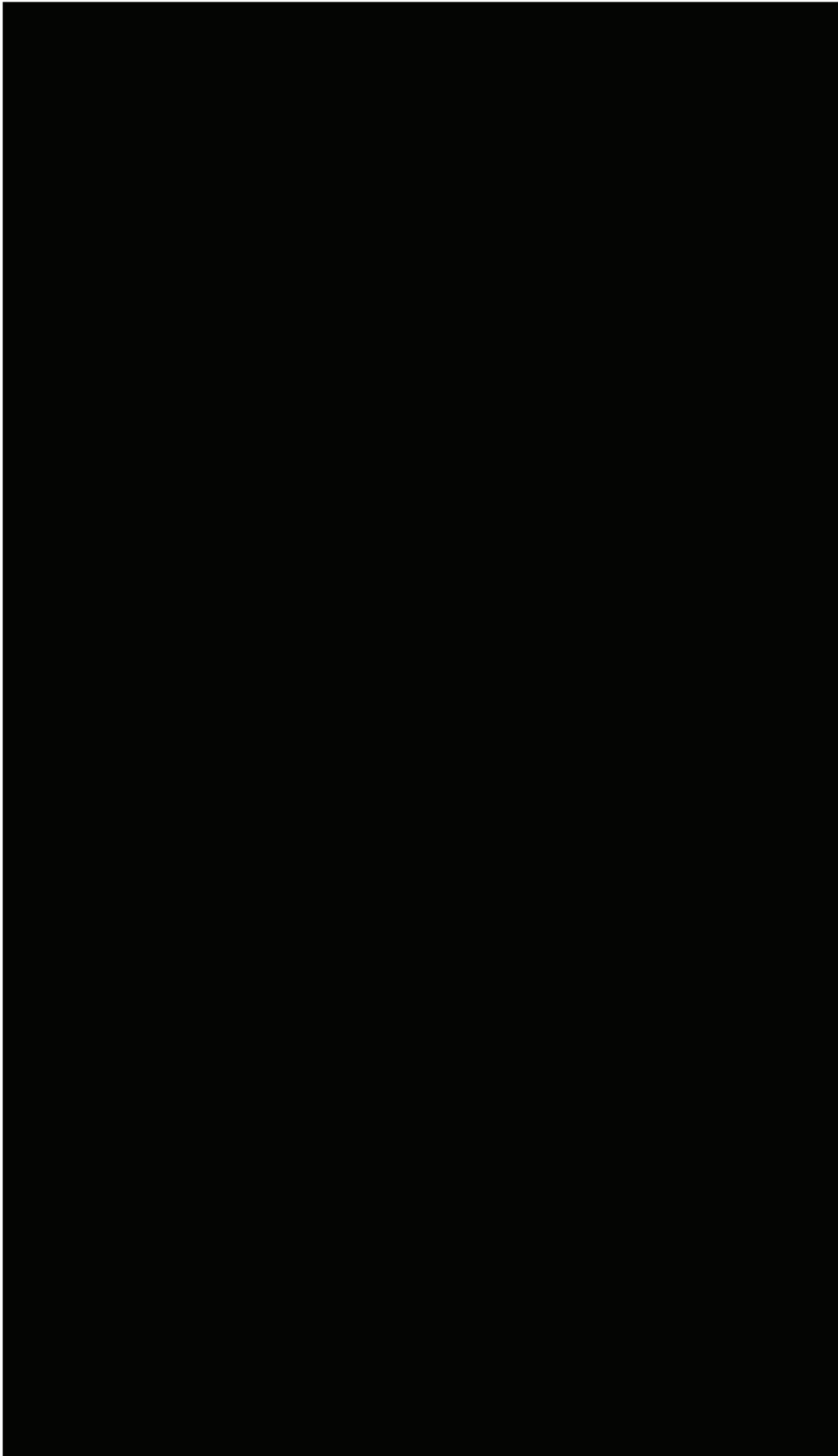
1 WALKER (HIGHLY CONFIDENTIAL)

2 announcing with Bank of America is that  
3 we're going to have a financial services  
4 regulated cloud. That is unique in the  
5 market. That is going to be with  
6 control requirements that all of the  
7 regulators first in the US but globally  
8 will, you know, will approve. It's  
9 going to have the security requirements.











24 Q. Okay. So what out of that long  
25 answer is not publicly available? I

1 WALKER (HIGHLY CONFIDENTIAL)

2 mean is everything you just told me, is  
3 that all publicly available information?

4 A. No, that is, none of that is  
5 publicly available information. We  
6 announced publicly that we were doing  
7 the, with the partnership with Bank of  
8 America, we announced that last year.  
9 That's public information. We announced  
10 as part of Think the progress that we're  
11 making, you know, on this.

12 We also announced at our Think  
13 conference key ISPs, key software  
14 partners that were committed and signing  
15 up to join our cloud so that we can go  
16 public on that information.

17 So we've had I think it's today  
18 20 key ISPs that are signed up to become  
19 certified on our cloud. And we've had  
20 some other as part of the Think, you  
21 know, some work, some information around  
22 the progress that we are making on that.

23 But other than that, the rest is  
24 not public information. When it's going  
25 to be available, functionality, price

1 WALKER (HIGHLY CONFIDENTIAL)

2 points, competitive positioning and  
3 strategy and all of that is highly  
4 confidential, and this is a project that  
5 we in IBM have as an NDA project. So,  
6 you know, everyone that's working on it  
7 is under fairly strict confidential  
8 requirements.

9 Q. What information do you yourself  
10 believe that Mr. Lima has about this  
11 project? You said in your declaration  
12 in paragraph 6 that Mr. Lima has  
13 firsthand knowledge of the launch plans  
14 and roadmap for this new product.

15 What specifically is the  
16 firsthand knowledge that Mr. Lima has  
17 that you yourself know on a firsthand  
18 knowledge basis?

19 A. He knows all of the information  
20 up until when he left on May the 18th.  
21 He knows which clients we're pursuing.  
22 He is the executive sponsor on some of  
23 the clients. He understands the  
24 timeline. He understands the functions.  
25 He understands the competitive

1 WALKER (HIGHLY CONFIDENTIAL)

2 positioning versus Microsoft and others.

3 He understands, you know, which clients

4 we're going and targeting, which ones

5 we've already signed up and which ones

6 we're already -- which ones else we

7 were working to.

8 He, you know, as part of the

9 performance team we have been giving,

10 and I personally have been giving

11 updates, and I gave an update on our

12 April performance team meeting on

13 exactly where we are on the program,

14 both from a development standpoint and

15 where we are with all of our clients and

16 the client progression on all of those

17 around the world.

18 Q. Okay.

19 A. He was in that.

20 Q. What is your basis for stating

21 that Mr. Lima knows all of this

22 information, other than I heard you

23 identify the April 2020 performance team

24 meeting?

25 Putting that meeting aside, what

1 WALKER (HIGHLY CONFIDENTIAL)

2 integrated accounts?

3 MR. McQUADE: I think someone  
4 needs to mute their phone. We're  
5 getting some background sound.

6 A. Unfortunately that's mine.  
7 There's some construction next door, so  
8 that's mine.

9 Q. No problem. We'll have to live  
10 with that.

11 So the managing directors manage  
12 those accounts. What is the role of the  
13 global sector leaders with respect to  
14 those accounts?

15 A. We set the strategy, we work with  
16 the teams on making sure we share across  
17 best practices, not only on the  
18 integrated accounts but also around all  
19 of our industry and our enterprise  
20 accounts to do that.

21 We work very closely with Rodrigo  
22 to say across sectors. A lot of the  
23 programatic things that Rodrigo owned  
24 across that role, how do we set  
25 incentives? One of the key activities

1 WALKER (HIGHLY CONFIDENTIAL)

2 that we went through in February was  
3 changing our cloud incentives plan to be  
4 more competitive with Microsoft's plan.

5 We talked about with Red Hat how  
6 do we change the incentives and how do  
7 we incent our teams across to do that so  
8 we could compete better with our Red Hat  
9 offerings.

10 We looked at, you know, our  
11 strategies around hybrid cloud and the  
12 differences by sectors. We looked at  
13 talent across. Is there leaders that we  
14 can take from one sector to another  
15 sector to apply across.

16 And we looked at financially if  
17 some sectors were weaker than others,  
18 how could we shift investment and talent  
19 to get more aggressive in the sectors  
20 that we're seeing opportunity and  
21 shifting talent, you know, and  
22 investment from some of the sectors that  
23 maybe didn't see the same opportunity.

24 So we work closely with him to  
25 manage that. His role was managing that

1 WALKER (HIGHLY CONFIDENTIAL)

2 the strategies in each one of those  
3 accounts. Those, there's a totality of  
4 looking at across the accounts of things  
5 that we can leverage and learn, but its  
6 responsibility, my current  
7 responsibility I'm responsible for the  
8 performance of each one of those  
9 accounts today.

10 Q. Was Mr. -- when Mr. Lima was in  
11 the role of general manager of  
12 integrated account, was he in regular  
13 contact with you when you were head of  
14 the financial services sector regarding  
15 the management of the integrated  
16 accounts?

17 MR. SIGNORACCI: Object to form.

18 A. So yes, Rodrigo in his role as  
19 the integrated account leader and mine  
20 in my sector GM role, we had an almost  
21 daily conversations getting into  
22 specifics about each account, what we  
23 were seeing, competitive issues, where  
24 we needed help around escalations  
25 Rodrigo would do that. Rodrigo would be



1 WALKER (HIGHLY CONFIDENTIAL)

2 presenting at the performance team. He  
3 presented to the performance of the  
4 integrated accounts, the root cause on  
5 issues we were seeing, and specific  
6 accounts where we needed to perform --  
7 on corrective matters. So he  
8 represented not only in totality but in  
9 specifics all of the integrated  
10 accounts, you know, at the performance  
11 team meetings and at OT meeting that we  
12 had at the IP level.

13 Q. Are you aware of --

14 A. Go ahead.

15 MR. SIGNORACCI: Sorry, Jim, I  
16 don't know if the witness was  
17 finished answering.

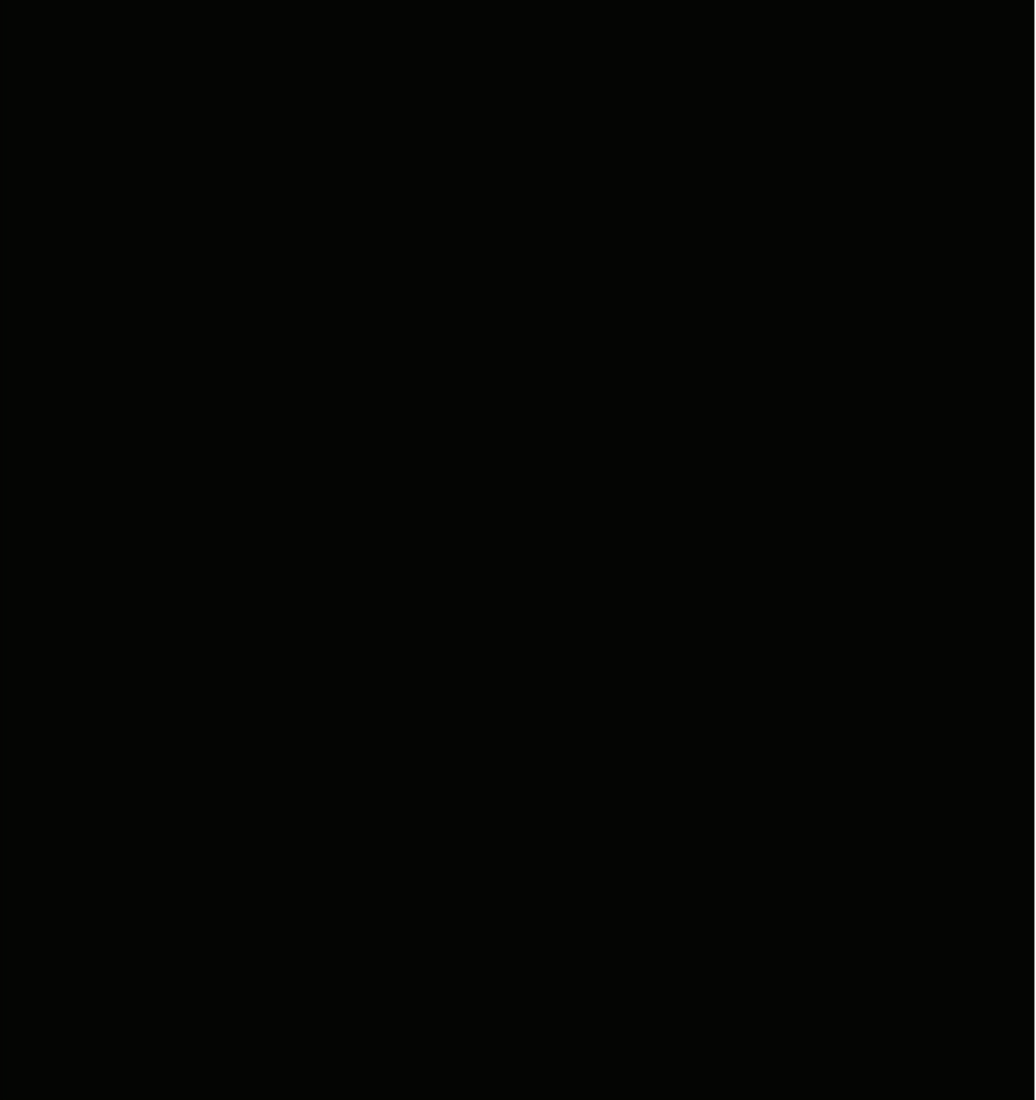
18 A. No, I was just going to say I  
19 think the last one of those would have  
20 been presenting at the performance team  
21 meeting in April. He presented an  
22 update for where all the integrated  
23 accounts were in April.

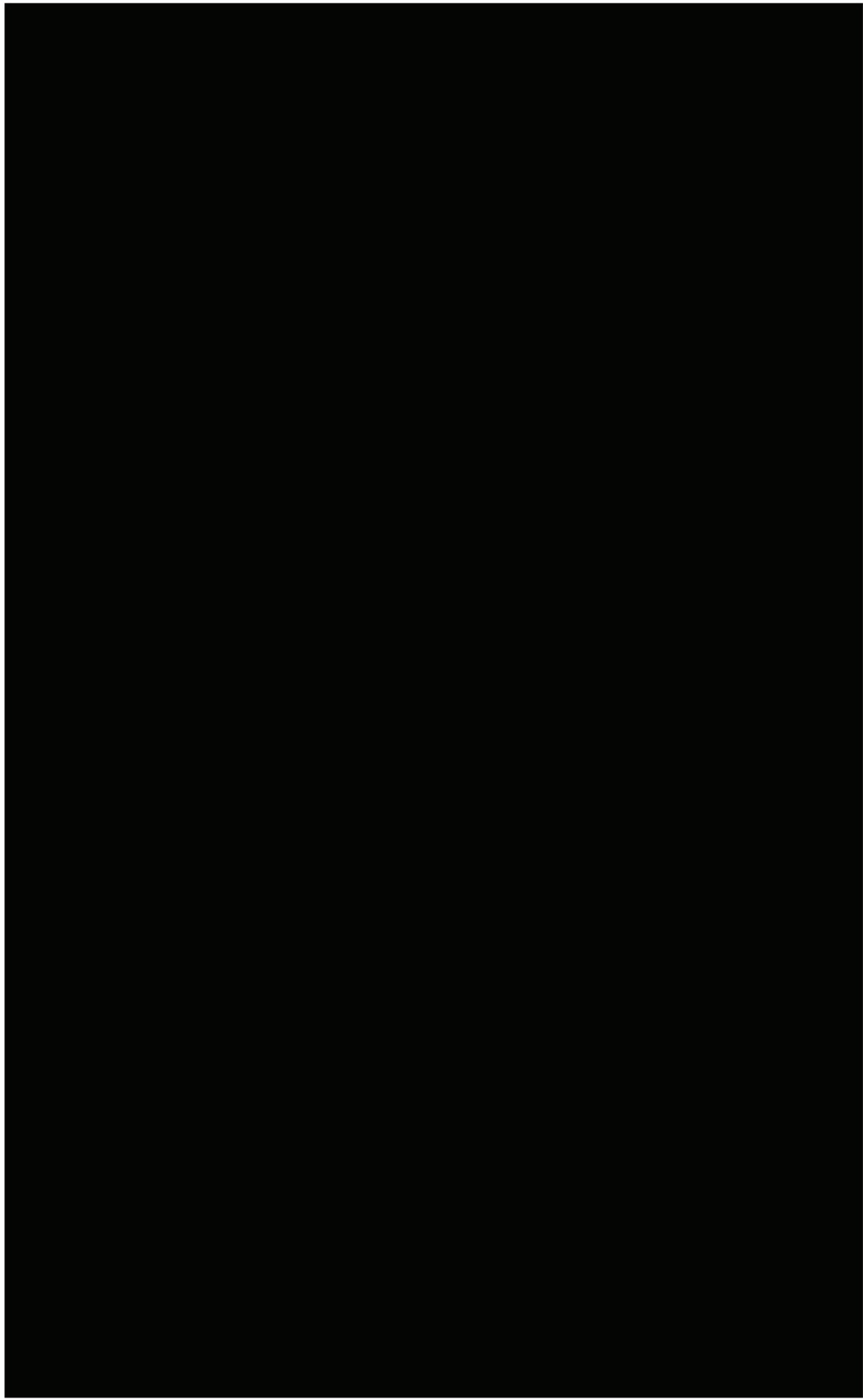
24 I'm still getting a bunch of  
25 noise here. Can we take a break and

1 WALKER (HIGHLY CONFIDENTIAL)

2 integrated account space, that falling  
3 into our industry space and also into  
4 our enterprise space. So those across  
5 the industries are clients that are  
6 strategic to us that we are concerned  
7 about. That I would be concerned about.

8 Q. How many -- how many integrated  
9 accounts have a significant presence in  
10 Latin America?





24 Q. Okay. And all those customers  
25 you just listed, are those all

1 WALKER (HIGHLY CONFIDENTIAL)

2 integrated accounts, IBM integrated  
3 accounts?

4 A. Yes, they are.

5 Q. Are you -- do you know when the  
6 last time Mr. Lima interacted with any  
7 IBM clients who had a presence in Latin  
8 America?

9 A. I'm not aware. I wouldn't know.

10 Q. And since July of 2017, Mr. Lima  
11 has been working out of New York and was  
12 responsible for the North America  
13 clients; is that correct?

14 MR. SIGNORACCI: Object to form.

15 A. Rodrigo was responsible --  
16 responsible for the clients whose  
17 headquarters were in North America.  
18 It's a difference. All of those clients  
19 typically are global clients with a  
20 global footprint, and the way we manage  
21 the business is the home country is  
22 responsible for the global footprint.  
23 So with AT&T it's headquartered in  
24 Dallas, but the Mexico business is a  
25 very large business and the Latin

1 WALKER (HIGHLY CONFIDENTIAL)

2 America business is a big one. That was

3 managed from us by out of the US.



22 Q. But not responsible for any  
23 revenue outside of the US; isn't that  
24 correct?

25 MR. SIGNORACCI: Object to form.

1 WALKER (HIGHLY CONFIDENTIAL)

2 substance of any communications with  
3 in-house or outside counsel. But you  
4 may answer.

5 A. My understanding -- my belief is  
6 that, and would need to be confirmed,  
7 but Bradesco and Banco do Brasil are two  
8 of his PEP accounts but I am sure he had  
9 PEP accounts in Latin America.

10 Q. And how can you be sure of that  
11 if you can't give me any names other  
12 than two that you're guessing on?

13 A. I'm not guessing.

14 MR. SIGNORACCI: Object to form.

15 Q. I'm sorry?

16 A. I gave you -- I'm sorry, we are  
17 talking over one another.

18 MR. SIGNORACCI: And, Jim, sorry,  
19 but some of the timing of the  
20 questions I think has gotten muddled,  
21 whether it was while he was signing  
22 or when he just testified or what  
23 you're asking him at the moment so if  
24 you can be clear on the timing of  
25 your question.

1 WALKER (HIGHLY CONFIDENTIAL)

2 Q. My question is this. You signed  
3 a declaration stating that he had  
4 primary -- he was maintaining the  
5 primary relationship with several Latin  
6 America clients through IBM's  
7 partnership executive program.

8 You signed this declaration not  
9 too long ago. So I'm asking you as you  
10 sit here today can you tell me which  
11 Latin America clients you're referring  
12 to in your declaration?

13 A. Bradesco, Banco do Brasil and  
14 Itaú.

15 Q. And are you sure that he was the  
16 primary relationship through the  
17 partnership executive program for each  
18 of those clients?

19 MR. SIGNORACCI: Object to form.

20 A. That's what I just -- yes, to the  
21 best of my knowledge, yes.

22 Q. And did you check that? Did you  
23 look at any documents? Did you try to  
24 verify that before you signed your  
25 declaration?

1 WALKER (HIGHLY CONFIDENTIAL)

2 discussion. And everyone in the room is  
3 required to participate and have done  
4 their homework by reading the pre-reads.

5 Q. And the pre-reads are provided  
6 and maintained in a box account; is that  
7 correct?

8 A. That's correct.

9 Q. And what do you recall was  
10 discussed from the April 2020  
11 performance team meeting? And again,  
12 I'm asking you specifically as you sit  
13 here what do you recall was discussed at  
14 that meeting?

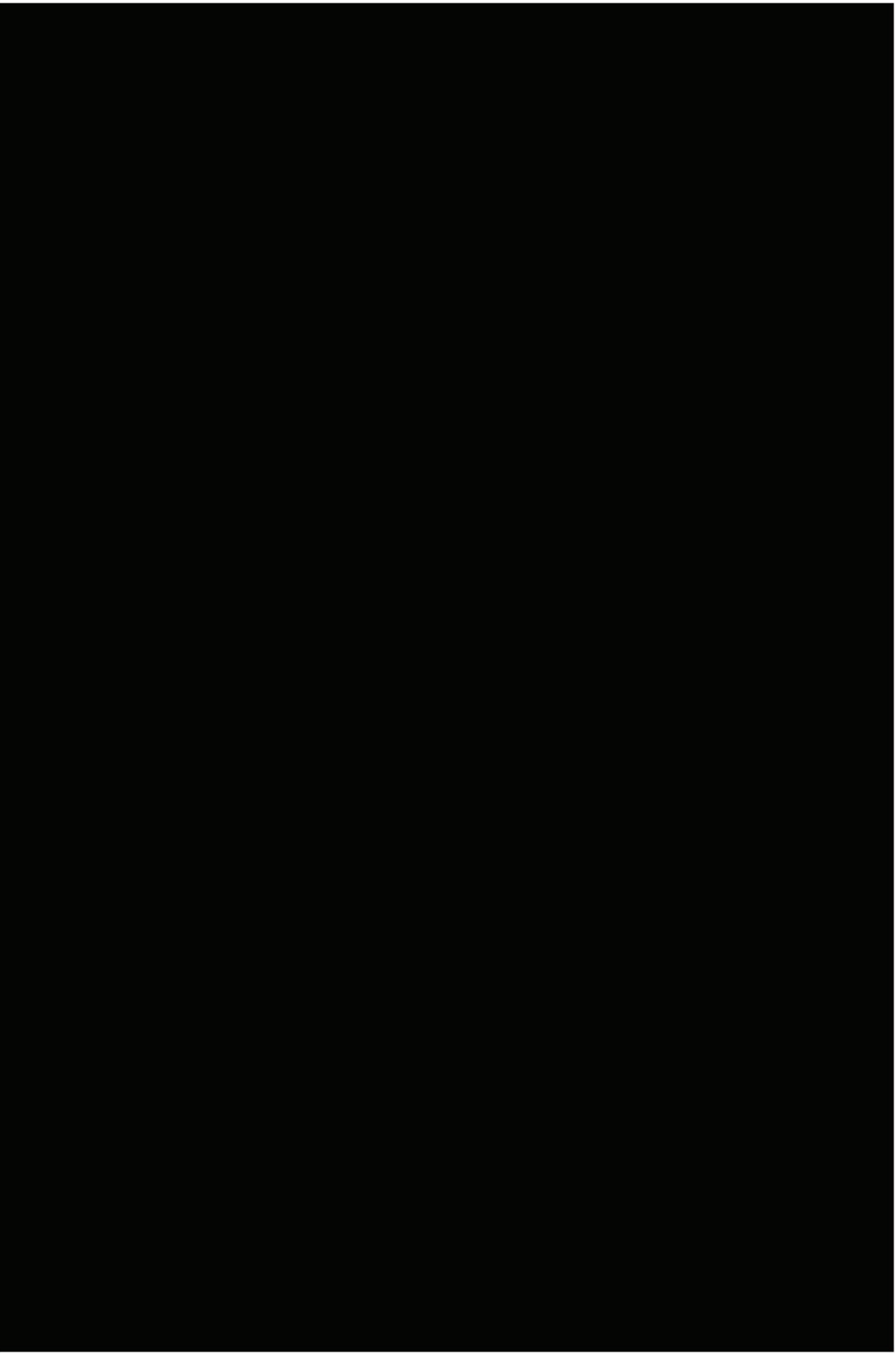
15 A. We had two sessions. We  
16 presented the normal pieces of the  
17 normal performance of how we do. In  
18 this performance, the last April  
19 performance meeting we had one session  
20 which was done before earnings.  
21 Typically our performance team meetings  
22 are done post earnings. This one  
23 because with Covid we split and we had  
24 one, our first day was before, while we  
25 were still in blackout so we could not

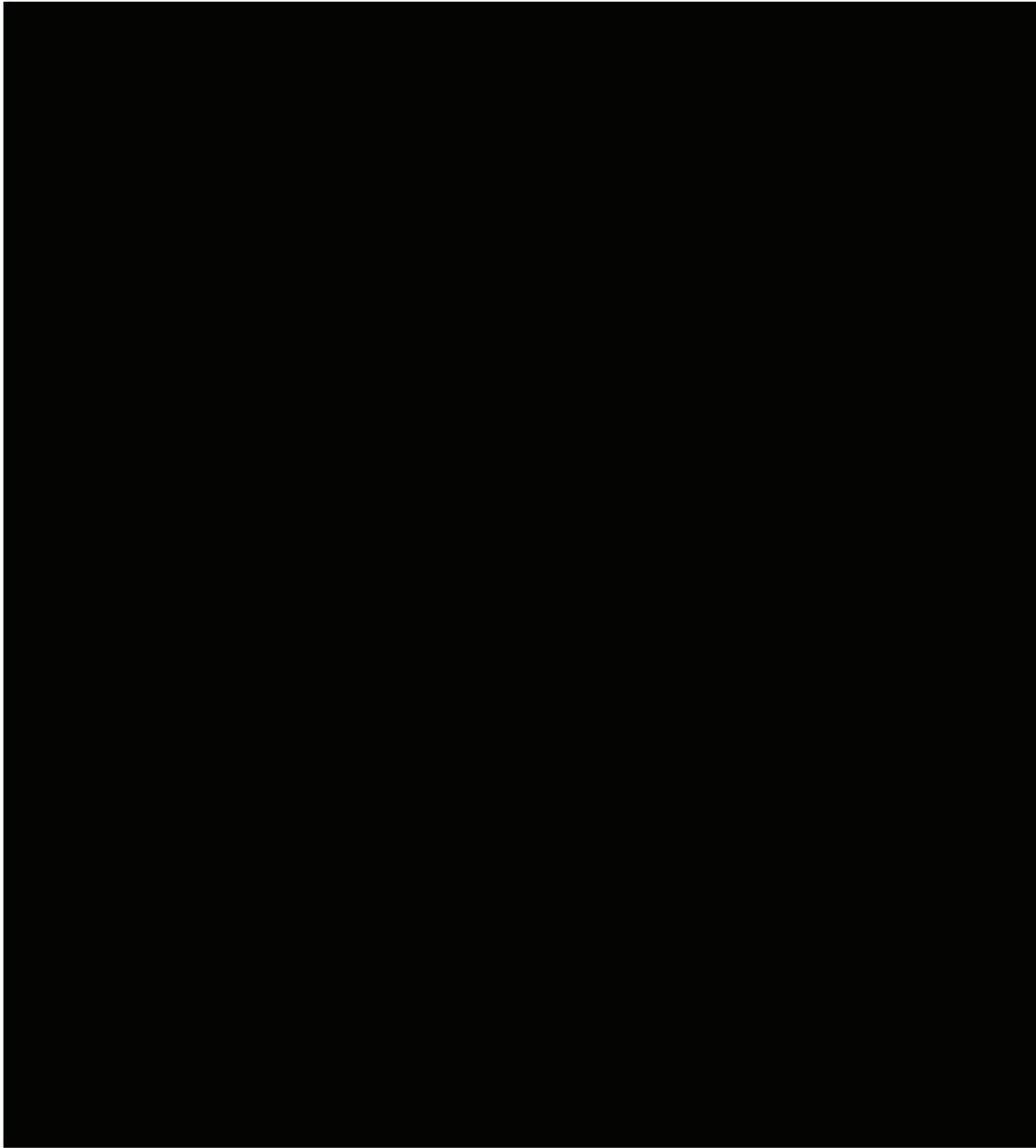


1 WALKER (HIGHLY CONFIDENTIAL)

2 discuss any numbers, historical numbers

3 because we're in blackout.





17 But that was --

18 Q. And how long -- sir, how long was  
19 that call?

20 MR. SIGNORACCI: One second. I  
21 think the videographer may have  
22 interrupted.

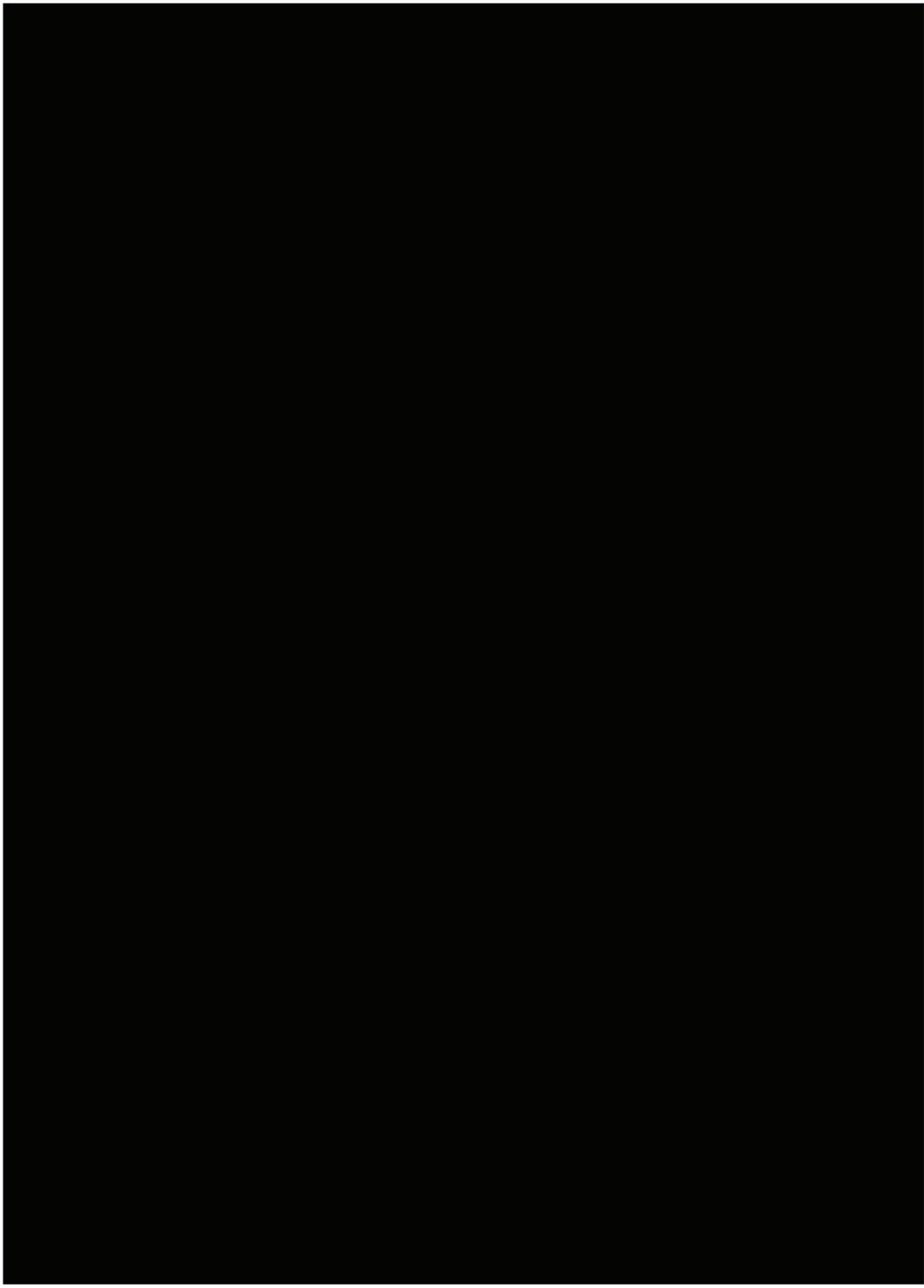
23 THE VIDEOGRAPHER: My apologies,  
24 video lost audio. I reconnected, the  
25 time was at 3:43 p.m.

1 WALKER (HIGHLY CONFIDENTIAL)

2 forward in the integrated accounts.

3 Q. Do you think Mr. Lima discussed  
4 anything beyond Q2 in his presentation?

5 A. I don't remember.



1 WALKER (HIGHLY CONFIDENTIAL)

2 A. I -- I remember the meeting, the  
3 key pieces. If you want to quiz me on  
4 any specifics, no, I couldn't answer  
5 specifics on it at this time.

6 Q. So what is the acceleration team?  
7 Can you tell me what that is?

8 A. The acceleration team is a  
9 handpicked team by the CEO,  
10 approximately the top 300 execs in the  
11 company. It used to be called the  
12 innovation and growth team. Now it is  
13 called the acceleration team, and the  
14 purpose of that team is to accelerate  
15 the growth of IBM into the future  
16 strategically. Typically is a two day  
17 session. In that session we have a  
18 mixture of internal/external speakers.  
19 At the one that we had in January we had  
20 keynote speaker was Howard Boville, who  
21 was with Bank of America, who spoke on  
22 our FX cloud partnership and why that  
23 was strategic for Bank of America.

24 We had BNP Paribas, their CEO  
25 came in and spoke about our public

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2 cloud, financial services cloud work  
3 that we were doing in France with BNP  
4 Paribas.

5 We then break out into a number  
6 of workshops where with a whole number  
7 of topics that we work through as a team  
8 on a number of relevant things around  
9 the different aspects. There's a  
10 section on cloud, probably there's a  
11 section on services, there's a section  
12 on those and we break out into workshop  
13 as teams over the two days. So it is a  
14 mixture of presentations and workshop  
15 formats and internal and external  
16 speakers.

17 Q. And that two day meeting is an  
18 annual meeting; is that correct?

19 A. Correct.

20 Q. Is it fair to say that the focus,  
21 there's a focus on business alignment at  
22 the acceleration team meeting?

23 A. I'd say the focus is on strategy,  
24 aligning everyone on the strategy that  
25 we're taking going forward for the year.

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2 It's on networking, pulling the top 300  
3 people together, we get a chance to  
4 network, understand where all of our  
5 colleagues are focused in doing it. And  
6 then it's on development. We do hands  
7 on work getting into the details around  
8 understanding the details of what our  
9 cloud play and offerings are, what we're  
10 doing around our data feeds, what we're  
11 doing around block chain, so workshops,  
12 interactive sessions around those. So  
13 it would be strategic alignment, both  
14 with a client view, external view and  
15 internal view. It would be around an  
16 understanding of what are our key plays  
17 and strategies for the year. And then  
18 around personal development of really  
19 gaining a deeper understanding and  
20 insight and detail into what our  
21 offerings and capabilities are.

22 And then we will also have a  
23 section on HR around personal  
24 development and development of our  
25 teams.

1 WALKER (HIGHLY CONFIDENTIAL)

2 which is what you're asking me, if  
3 that's -- you're asking my personal  
4 opinion?

5 Q. I am. Your declaration is filled  
6 with personal opinion so I think it's  
7 fair to ask you about your personal  
8 opinion on this same topic.

9 A. I think there is roles in  
10 Microsoft that wouldn't have a conflict,  
11 that there would be roles that he would  
12 work in that wouldn't be directly in  
13 what we're doing with cloud in Latin  
14 America, you know, with Red Hat, with  
15 those other pieces.

16 So assuming there's roles that  
17 would not be there, I don't know, in the  
18 gaming part of Microsoft, the consumer  
19 part of Microsoft, I'm assuming there's  
20 other -- Microsoft is a very big, very  
21 large company with many pieces of  
22 business just like IBM.

23 So I'm sure there's probably  
24 portions of Microsoft that he could do  
25 and do very well which would not be in

1 WALKER (HIGHLY CONFIDENTIAL)

2 conflict from a competitive standpoint,  
3 pieces of the business that Microsoft do  
4 that we don't do, there would be no  
5 competition.

6 Q. Do you know whether Mr. Lima has  
7 any experience in his career with things  
8 like gaming?

9 A. I don't. I do know Mr. Lima has  
10 been a CFO, so he's very -- he's an  
11 experienced CFO. He's an experienced  
12 general manager. He's on the board of  
13 directors of a pulp and paper firm, is a  
14 director for those. So he's -- he was  
15 the CEO of a software company. So I  
16 would think with that experience he  
17 would be probably more so than almost  
18 any IBM exec ability to be successful in  
19 other parts of Microsoft or actually in  
20 other parts of the industry there.

21 He's a very balanced, very  
22 seasoned exec as a general manager.

23 Q. You testified earlier that the  
24 managing director of integrated  
25 accounts, the group of managing